

EXHIBIT 52

Rani Johnson
8/27/2024

<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK 3 4 SECURITIES AND EXCHANGE) 5 COMMISSION,) 6) 7 PLAINTIFF,) 8) Case No. 9 vs.) 23-cv-9518-PAE 10) 11 SOLARWINDS CORP. AND TIMOTHY) 12 G. BROWN,) 13) 14 DEFENDANTS.) 15 _____) 16 17 18 19 20 21 22 23 VIDEOTAPED DEPOSITION OF 24 RANI JOHNSON 25 REPORTED REMOTELY VIA ZOOM Tuesday, August 27, 2024</p> <p>Reported By: KATHLEEN A. MALTBIE, STENOGRAPHIC REPORTER California CSR 10068, Nevada CCR 995, Texas CSR 12212, RPR-RMR-CRR-CCRR-CLR-CRC-RDR JOB No. 240827KW!</p> <p style="text-align: center;">1</p>	<p>1 APPEARANCES OF COUNSEL 2 FOR THE PLAINTIFF: 3 SECURITIES AND EXCHANGE COMMISSION 4 100 F Street, N.E. 5 Washington, D.C. 20549 6 BY: KRISTEN M. WARDEN, ESQ. 7 CHRISTOPHER BRUCKMANN, ESQ. (ZOOM) 8 LORY STONE, ESQ. (ZOOM) 9 Telephone: (202) 256-7941 10 Email: WardenK@sec.gov 11 BruckmannC@sec.gov 12 Stonel@sec.gov 13 14 FOR THE DEFENDANTS: 15 16 LATHAM & WATKINS, LLP 17 330 North Wabash Avenue, Suite 2800 18 Chicago, Illinois 60611 19 BY: KIRSTEN C. LEE, ESQ. (Zoom) 20 Telephone: (312) 777-7281 21 Email: Kirsten.lee@lw.com 22 LATHAM & WATKINS, LLP 23 1271 Avenue of the Americas 24 New York, New York 10020 25 BY: SERRIN TURNER, ESQ. JOSH KATZ, ESQ. Telephone: (212) 906-1330 Email: Serrin.turner@lw.com Josh.Katz@lw.com</p> <p>FOR DEFENDANT TIMOTHY E. BROWN:</p> <p>KING & SPALDING, LLP 1700 Pennsylvania Avenue, NW Suite 900 Washington, D.C. 20006 BY: ALEC KOCH, ESQ. (ZOOM) Telephone: (202) 626-8982 Email: Akoch@kslaw.com</p> <p style="text-align: center;">3</p>
<p>1 VIDEOTAPED DEPOSITION OF RANI JOHNSON 2 BE IT REMEMBERED that on Tuesday, 3 August 27, 2024, commencing at the hour of 9:06 a.m. 4 thereof, before me, Kathleen A. Maltbie, 5 RPR-RMR-CRR-CCRR-CLR-CRC-RDR, a Certified 6 Stenographic Shorthand Reporter, in and for the 7 State of California, Nevada and Texas, personally 8 appeared RANI JOHNSON, a witness in the 9 above-entitled court and cause, who, being by me 10 first remotely duly sworn, was thereupon examined as 11 a witness in said action. 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p style="text-align: center;">2</p>	<p>1 APPEARANCES OF COUNSEL (Continued) 2 FOR THE WITNESS: 3 WILSON SONSINI GOODRICH ROSATI 4 650 Page Mill Road 5 Palo Alto, California 94304-1050 6 BY: CAZ HESHEMI, ESQ. 7 Telephone: (650) 320-4827 8 Email: Chashemi@wsgr.com 9 10 ALSO PRESENT: 11 12 (Via Zoom Videoconference) 13 Frank Quirarte, Videographer 14 Becky Melton, Deputy General Counsel and Vice 15 President, SolarWinds 16 17 18 19 20 21 22 23 24 25</p> <p style="text-align: center;">4</p>

<p>1 BY MS. WARDEN: 2 Q. Does that mean that the access controls to 3 sensitive data in our databases systems and 4 environments are set on a need to know/least 5 privilege basis, was that policy in place in 6 January 2018? 7 A. Policy for me is the set of guidelines 8 that govern the company's practice. That policy 9 documentation and the practice of it was in place in 10 January of 2018. 11 Q. And does that mean that the policy was 12 followed in January of 2018? 13 MR. TURNER: Objection to form. 14 THE WITNESS: Policy is a set of guiding 15 principles that outline what the practice should 16 look like. The practice was in -- in place in 2018. 17 BY MS. WARDEN: 18 Q. Okay. And how -- how well was it followed 19 in January 2018? 20 MR. TURNER: Objection to form. 21 THE WITNESS: My responsibility as the -- 22 as the CIO was for IT systems. I can speak to, with 23 reference, the practice in IT of access controls in 24 place. I can speak to the programs that were put in 25 place to review the practice on a regular cadence</p> <p style="text-align: center;">77</p>	<p>1 BY MS. WARDEN: 2 Q. And were you informed of any user access 3 reviews that said that users had privileges set 4 higher than they needed to be? 5 A. The practice of doing user access reviews 6 is to ensure that access is not just appropriate at 7 the time it was deployed, but was it -- does that 8 access remain appropriate. It is customary that 9 user access reviews will find areas to address. 10 That is why the practice is in place. 11 Q. Were you aware of any problems with 12 elevated privileges in January 2018? 13 MR. TURNER: Objection to form. 14 THE WITNESS: I -- I don't recall being -- 15 I don't recall. 16 BY MS. WARDEN: 17 Q. Was the statement that I just read, was 18 that also true in October 2018? 19 A. That access controls to sensitive data are 20 set on a need to know basis? That was the practice 21 in October of 2018. 22 Q. Was that the practice -- was it true -- 23 well, my question was whether or not that statement 24 is true in October 2018? 25 A. Practice --</p> <p style="text-align: center;">79</p>
<p>1 and to seek to improve the overall practice. 2 BY MS. WARDEN: 3 Q. Okay. You're not aware of whether access 4 controls being set on a need to know/least privilege 5 necessary basis was followed in January 2018? 6 MR. TURNER: Objection to form. She's 7 already answered the question that this practice was 8 followed at the time. She's answered it three 9 times. 10 THE WITNESS: I'll answer again the same 11 way. The practice was in place in 2018. 12 BY MS. WARDEN: 13 Q. Were you -- were there any users that had 14 privileges set higher than they needed to be? 15 MR. TURNER: Objection to form. 16 BY MS. WARDEN: 17 Q. In January 2018. 18 MR. TURNER: You're asking the entire user 19 base was there any specific user who had more 20 privileges than there needed to be? 21 THE WITNESS: The practice of role based 22 access was in place. I personally did not audit 23 every user's access. User access reviews were 24 conducted on a regular basis to determine whether or 25 not access was appropriate.</p> <p style="text-align: center;">78</p>	<p>1 MR. TURNER: Asked and answered. Go 2 ahead. 3 THE WITNESS: A practice is not a promise 4 of perfection. It is a statement of practice and 5 sets a standard for how a company is intending to 6 operate. 7 BY MS. WARDEN: 8 Q. Okay. Was that practice true in mid-2019? 9 A. The practice in general throughout my 10 tenure based on -- to the best of my knowledge, was 11 in place throughout my tenure. 12 Q. Okay. Was that practice true in 13 October 2020? 14 A. The practice, based on the best of my 15 knowledge, was true from when I came to participate 16 in organizing the assessment in 2017 until when I 17 left in 2020, October of 2020. 18 Q. Directing your attention to the sentence 19 right -- let's see where it is. The second sentence 20 under role based access of Exhibit 4 (as read): 21 Processes and procedures are 22 in place to address employees who 23 are voluntarily or involuntarily 24 terminated. 25 Do you see that?</p> <p style="text-align: center;">80</p>

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<p>1 A. Yes.</p> <p>2 Q. Was that statement true in January 2018?</p> <p>3 A. That processes and procedures are in place</p> <p>4 to address employees who are terminated? That was</p> <p>5 true in 2018.</p> <p>6 Q. Was that -- what's the basis for you</p> <p>7 saying that?</p> <p>8 A. The processes and procedures were in place</p> <p>9 to address employee termination?</p> <p>10 Q. Mm-hmm.</p> <p>11 A. My experience, me observing my teams</p> <p>12 participate in terminations.</p> <p>13 Q. Was it true in October 2018?</p> <p>14 MR. TURNER: Want to just save some time</p> <p>15 and ask her whether it was true during her entire</p> <p>16 tenure at the company --</p> <p>17 MS. WARDEN: Sure.</p> <p>18 MR. TURNER: -- so we don't have to rattle</p> <p>19 off 15 different dates.</p> <p>20 THE WITNESS: It was true during the</p> <p>21 entire tenure of my company that processes and</p> <p>22 procedures were in place to address employee</p> <p>23 termination.</p> <p>24 BY MS. WARDEN:</p> <p>25 Q. Okay. Let's look at the statement also</p> <p style="text-align: center;">81</p>	<p>1 A. Default permissions are provided as a</p> <p>2 birthright to employees. Email and corporate</p> <p>3 intranet access are part of those birthrights.</p> <p>4 Q. Did you consider revising the access</p> <p>5 control section of the security statement in</p> <p>6 January 2018?</p> <p>7 A. I did not participate in revising the</p> <p>8 security statement.</p> <p>9 Q. So, Ms. Johnson, the question was, did you</p> <p>10 consider revising the access control section of the</p> <p>11 security statement in January 2018?</p> <p>12 A. I, Rani Johnson, was not responsible for</p> <p>13 the drafting of the security statement, so I would</p> <p>14 not have been responsible for revising it.</p> <p>15 Q. And then did you have any discussion with</p> <p>16 Tim Brown regarding revising the access control</p> <p>17 section of the security statement?</p> <p>18 A. I do not recall a conversation with</p> <p>19 Tim Brown about revising the security statement.</p> <p>20 Q. All right. So let's -- I'm going to</p> <p>21 direct your attention to further down in that</p> <p>22 section titled Access Controls, and then</p> <p>23 Authentication and Authorization, where we were.</p> <p>24 There's a sentence (as read):</p> <p>25 Our password policy covers all</p> <p style="text-align: center;">83</p>
<p>1 under role based access -- it's under the subheading</p> <p>2 Authentication and Authorization.</p> <p>3 Do you see that subheading?</p> <p>4 A. Yes.</p> <p>5 Q. Okay. Directing your attention to the</p> <p>6 sentence SolarWinds employees -- the second</p> <p>7 paragraph (as read):</p> <p>8 SolarWinds employees are</p> <p>9 granted a limited set of default</p> <p>10 permissions to access company</p> <p>11 resources, such as their email in</p> <p>12 the corporate intranet.</p> <p>13 Was that statement true in January 2018?</p> <p>14 Sorry.</p> <p>15 A. Yes.</p> <p>16 Q. Strike that.</p> <p>17 A. Throughout my tenure.</p> <p>18 Q. Hold on. I have to restate.</p> <p>19 Was that statement true throughout your</p> <p>20 entire time at SolarWinds?</p> <p>21 A. Throughout my entire time at SolarWinds,</p> <p>22 employees are granted a set of default permissions</p> <p>23 to access company resources, yes.</p> <p>24 Q. And what -- what's the basis for you</p> <p>25 saying that?</p> <p style="text-align: center;">82</p>	<p>1 applicable information systems,</p> <p>2 applications and databases. Our</p> <p>3 password best practices enforces</p> <p>4 the use of complex passwords that</p> <p>5 include both alpha and numeric</p> <p>6 characters, which are deployed to</p> <p>7 protect against unauthorized use of</p> <p>8 passwords. Passwords are</p> <p>9 individually salted and hashed.</p> <p>10 Do you see that?</p> <p>11 (Reporter clarification.)</p> <p>12 MS. WARDEN: I will. I'm sorry.</p> <p>13 BY MS. WARDEN:</p> <p>14 Q. Ms. Johnson, was this statement, "Our</p> <p>15 password policy covers all applicable information</p> <p>16 systems, applications and databases," was it true in</p> <p>17 your entire time you were at SolarWinds?</p> <p>18 MR. TURNER: Objection to form. It</p> <p>19 doesn't even have truth value. It's just stating</p> <p>20 what the policy covers.</p> <p>21 Answer if you want, or answer as best as</p> <p>22 you can.</p> <p>23 THE WITNESS: The practice or stated</p> <p>24 policy and guideline was in place and was the</p> <p>25 practice throughout my tenure at SolarWinds. The</p> <p style="text-align: center;">84</p>

<p>1 practice and guideline is not a promise of 2 perfection. It is the standard that's set within 3 the company and processes are in place to ensure or 4 to -- to promote compliance with the practice. 5 BY MS. WARDEN: 6 Q. How well was this practice and policy 7 followed? 8 MR. TURNER: Objection to form. 9 THE WITNESS: In 2017, an internal audit 10 through a third party came in to assess the security 11 practice. Following that, throughout my tenure, 12 annually there was an internal assessment to review 13 the stated -- and by the -- not using the security 14 statement, the security and access control 15 guidelines, an assessment against our cost of 16 security across the IT systems, and subsequently, 17 also major systems, including products. That -- 18 that audit process would have defined adherence with 19 the practice. 20 BY MS. WARDEN: 21 Q. And were you apprised of that audit 22 process? 23 A. The audit -- I'm going to -- let me -- let 24 me restate. 25 The practice was to do an assessment</p> <p style="text-align: center;">85</p>	<p>1 BY MS. WARDEN: 2 Q. Do the assessments have any deviation from 3 the criteria? 4 MR. TURNER: Objection to form. 5 THE WITNESS: I do not recall, given the 6 hundreds of assets that were being managed by 7 SolarWinds, if or which assets had any deviation 8 from practice. And, again, the scope of my 9 responsibility was IT. Those assessments were done 10 for products, but that would not have been in the 11 scope of my review. 12 BY MS. WARDEN: 13 Q. Ms. Johnson, you mentioned a risk 14 register. 15 What's a risk register? 16 A. A risk register would outline areas of 17 deviation from practice or areas where risk was 18 accepted because there were mitigating or 19 compensating controls that still allowed the service 20 to meet the security objective. 21 Q. Did the risk register identify any 22 instances in which the password policies were not 23 being followed? 24 MR. TURNER: Objection. Form. 25 Foundation.</p> <p style="text-align: center;">87</p>
<p>1 following 2017 would have been the audit. I 2 differentiate because an audit usually is a third 3 party. An assessment internally is, frankly, a 4 review of the practice versus a third party auditing 5 it. 6 The -- there was an annual assessment of 7 core components of our IT infrastructure and product 8 reviews annually through me -- my tenure. 9 Q. And did the annual assessment that you 10 reviewed, correct? 11 A. I would review the IT component or that 12 assessment. 13 Q. Okay. Did the assessment inform you as to 14 how well this policy, the password policy covers all 15 applicable information, systems, application and 16 databases, how well that policy was followed? 17 MR. TURNER: Objection to form. 18 THE WITNESS: The assessment would have 19 revealed any deviation against the assessed criteria 20 and would have resulted in a risk being noted in our 21 risk register, which would require a treatment 22 ticket or an action on anyone who's the technical 23 owner of a service that did not meet the standard as 24 outlined. 25 //</p> <p style="text-align: center;">86</p>	<p>1 THE WITNESS: I -- though members of my 2 team may have operated the technology, I did not 3 actually have access to the risk log in the risk 4 register that weren't in the scope of my 5 responsibility. 6 BY MS. WARDEN: 7 Q. So what did you actually review with 8 respect to the risk register? 9 A. Any risks that were inside the scope of IT 10 systems managed within my team. 11 Q. Okay. So among the risk register 12 information that you reviewed, did any of it 13 identify any policies with SolarWinds' password 14 policies? 15 MR. TURNER: Objection to form. 16 THE WITNESS: The -- would you like to 17 clarify your question? 18 BY MS. WARDEN: 19 Q. You said that you reviewed the risk 20 register as it related to IT -- 21 A. Systems. 22 Q. -- systems, okay? 23 Is that correct? 24 A. That's correct. 25 Q. Okay. So did the risk register, as it</p> <p style="text-align: center;">88</p>

<p>1 have meant making sure that the company's expenses 2 were in order such that the -- and that our SOX 3 control readiness would be in place in time for IPO. 4 Q. So is it fair to say IPO valuation related 5 to a goal to reduce certain costs? 6 A. IPO valuation, it's an imprecise 7 statement. It's preparing the company's IPO and 8 making sure that the company's valuation would be 9 appropriate because there were not huge expenses 10 that needed to be undertaken to -- that would 11 devalue the company in some way. 12 Again, at the time, I had never been the 13 CIO of a public company. I do not -- there was no 14 precision in those words. It's the ambition of a 15 young CIO talking to her boss in an informal manner. 16 Q. Let's look at the next page, so 17 SW-SEC00259618. 18 Do you see at the top where it says (as 19 read): 20 Identified the following 21 shortcomings that may affect IPO 22 valuation/readiness. Work is 23 underway to bolster by 2019? 24 And then it goes down. The first bullet 25 is "Identity and access management."</p> <p style="text-align: center;">101</p>	<p>1 management project would have centralized and 2 standardized a single authoritative source of 3 identity for the entire company versus having 4 separate identity stores that were on premise. The 5 Azure AD provides -- at the time, that was very new 6 technology, but Azure AD provided the ability to 7 have a single source of authentication across the 8 company. 9 BY MS. WARDEN: 10 Q. So did Azure ID [sic] try to address an 11 issue relating to access controls? 12 MR. TURNER: Objection to form. I believe 13 it's Azure AD. 14 THE WITNESS: Azure active directory 15 basically took the -- it was a replacement for an 16 older technology, active directory on prem that was 17 highly federated. The point of the identity and 18 access management project, which would put Azure AD 19 in the cloud, was a way to centralize identity 20 across all of the three different SolarWinds 21 business units. 22 BY MS. WARDEN: 23 Q. Why did you want to centralize identity 24 across all three SolarWinds business units? 25 A. Centralization allows for a single pane of</p> <p style="text-align: center;">103</p>
<p>1 What does that mean? 2 MR. TURNER: Objection to form. 3 What do those four words mean, identity 4 and access management? 5 BY MS. WARDEN: 6 Q. What were the shortcomings that you 7 identified relating to identity and access 8 management? 9 MR. TURNER: Objection to the form. 10 THE WITNESS: These are broad and not 11 particularly meaningful statements in me creating 12 goals for myself for the future that aren't even 13 being asked of me by my leadership. There was 14 opportunity to -- the first bullet is referring to 15 the Azure AD proposal that my team wanted to 16 basically take AD from being an on-premise asset to 17 being a cloud asset, and to use Azure AD as the 18 authoritative source of identity across SolarWinds. 19 That is the name of the project that they wanted 20 to -- to launch. 21 BY MS. WARDEN: 22 Q. What was the shortcoming that that would 23 fix? 24 MR. TURNER: Objection to form. 25 THE WITNESS: The identity and access</p> <p style="text-align: center;">102</p>	<p>1 glass in management and allows for consistency in 2 practice so that there's not three ways of doing 3 authentication across the company. A centralized 4 method is -- gives you a single and common way to 5 handle identity. 6 Q. So, Ms. Johnson, it's -- it's still 7 unclear to me. 8 I had asked what was the shortcoming? 9 A. The shortcoming is that identity 10 authorization was not centralized in a single 11 authoritative source. It was federated across the 12 business departments. 13 Q. Did that create any problems? 14 MR. TURNER: Objection to form. And asked 15 and answered. 16 THE WITNESS: It created high operational 17 overhead. 18 BY MS. WARDEN: 19 Q. And what -- what is that? 20 A. It was more expensive to operate and to 21 standardize. All of -- at least the top four of 22 these things talked to consolidation. It really is 23 getting a single and standard practice to reduce the 24 cost of operating. High operating cost can affect 25 the valuation of a company.</p> <p style="text-align: center;">104</p>

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<p>1 Q. Did this -- did this identity and access 2 management include too many people having admin 3 privileges? 4 MR. TURNER: Objection to form. 5 THE WITNESS: No. The entire project was 6 around centralizing and moving from on prem old AD 7 environments that were federated and operated by the 8 three departments into a single source of 9 authoritative -- single authoritative source of 10 identity and access management for the entire 11 company through Azure AD, which was in the cloud. 12 It was a modernization of the active directory 13 environment. 14 BY MS. WARDEN: 15 Q. And one of the reasons that was a 16 shortcoming was because it would increase costs to 17 the company? 18 A. There were shortcomings, meaning 19 opportunities for us to positively affect the IPO 20 valuation and IPO readiness by doing a set of 21 initiatives, one of them being implementing Azure AD 22 in the cloud. 23 Q. Any reason to believe that -- that your 24 statement here (as read): 25 Identity and access management</p> <p style="text-align: center;">105</p>	<p>1 Q. Okay. What were the specific security 2 standards shortcomings that you identified? 3 MR. TURNER: Objection to form. 4 THE WITNESS: I do not recall what I 5 specifically meant by security standards here. I -- 6 that one is vague. The identity and access 7 management was a project, so I recognize that 8 project. 9 BY MS. WARDEN: 10 Q. Do you recall whether the reference to 11 security standards related to cyber security? 12 A. If forced to draw upon recollection, most 13 of the way my brain works is turning things into 14 projects. The closest thing to security standards 15 would have been a security standards and audit 16 project. But all of the rest of these are projects, 17 so I have to believe that that was a security 18 standards and audit project. 19 Q. And do you recall what the security 20 standards and audit project was that was on your 21 mind that January 2018? 22 A. Almost all of these are requesting to do 23 some work or proposing to do work. I'm guessing 24 here, which I don't think -- 25 MR. TURNER: Don't guess. Do you recall</p> <p style="text-align: center;">107</p>
<p>1 is one of the identified 2 shortcoming that may affect IPO 3 valuation. 4 Any reason to believe that statement was 5 not accurate? 6 MR. TURNER: Objection to form. 7 THE WITNESS: I wrote it to have a 8 conversation with my boss about some cool 9 initiatives that we wanted to try. 10 BY MS. WARDEN: 11 Q. So was the statement true? 12 MR. TURNER: Objection to form. 13 THE WITNESS: A shortcoming, in my words 14 here, were opportunities to optimize. The 15 opportunity to optimize asset management was also 16 important to me. It was important to me to 17 consolidate billing systems as well. Those things 18 help reduce the operating cost and make running IT 19 more efficient. 20 BY MS. WARDEN: 21 Q. So let's look at the last bullet. 22 What were the -- you identify security 23 standards. 24 Do you see that? 25 A. Yes.</p> <p style="text-align: center;">106</p>	<p>1 or not? 2 THE WITNESS: I don't recall. 3 BY MS. WARDEN: 4 Q. Okay. Any reason to believe the reference 5 to security standards as an identified shortcoming 6 was not accurate? 7 MR. TURNER: Objection to form. 8 THE WITNESS: These appear to be projects. 9 MR. TURNER: A new document? Do you want 10 to take a break? 11 MS. WARDEN: No. Can you give me five 12 more minutes? 13 MR. TURNER: Sure. 14 BY MS. WARDEN: 15 Q. When you refer to again, "may affect IPO 16 valuation," do you see that, again, at the top of 17 this document Bates -9618, Ms. Johnson? 18 A. Are we on the same page still? 19 Q. Yeah. 20 A. The same statement before? 21 Q. Yeah. 22 A. Okay. 23 Q. Is it fair to say that that may affect 24 SolarWinds' stock price? 25 MR. TURNER: Objection to form.</p> <p style="text-align: center;">108</p>

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<p>1 (Whereupon, Deposition Exhibit 7 2 was marked for identification.) 3 MS. WARDEN: For the record, this is Bates 4 ending in -313350 through -62. 5 MR. TURNER: Would you mind if we just 6 pause for 30 seconds. I want to get my reading 7 glasses. 8 MS. WARDEN: Sure. 9 BY MS. WARDEN: 10 Q. So Ms. Johnson, this is an October 29, 11 2018 email from Tim Brown to you with the subject 12 line "SolarWinds state of security operations," and 13 then after the first page, starting in Bates ending 14 in -51, there's an attached slide. 15 Do you recognize this document? 16 A. I recognize it now, yes. 17 Q. Okay. And Mr. Brown wrote on October 29, 18 2018 (as read): 19 This PowerPoint contains the 20 current state of security slides 21 updated for October. A review of 22 what we asked for last August in a 23 red yellow green status showing how 24 we have done on our initiatives. A 25 2019 plan and ask for security. We</p> <p>129</p>	<p>1 BY MS. WARDEN: 2 Q. Okay. So you said one of your jobs was to 3 review slides prepared by Mr. Brown, right? 4 A. As a people leader to Mr. Brown, I wanted 5 to make sure that his work -- he had the benefit of 6 my review on things that were appropriate for me to 7 review. 8 Q. But -- but what did you tell Mr. Brown to 9 include in the slides? 10 MR. TURNER: Objection to form. 11 THE WITNESS: Tim, in preparation for 12 meetings with other leaders, may ask me to review 13 things with him. 14 BY MS. WARDEN: 15 Q. Okay. What we're looking at starting on 16 Bates -51 was one of the slides that Mr. Brown 17 prepared, correct? 18 A. I assume Mr. Brown and Eric prepared this 19 slide deck. It is not final. 20 Q. When you say "Eric," you mean -- 21 A. Quitugua. 22 Q. Eric Quitugua? 23 A. Yes. 24 Q. Why do you say you assume he contributed 25 to Exhibit 7?</p> <p>131</p>
<p>1 can review in tomorrow, but it's a 2 reasonable place to start. 3 Do you see that? 4 A. I do. 5 Q. All right. So in the -- looking at just 6 the first sentence, this PowerPoint contains the 7 current state of security slides updated for 8 October, do you recall what you asked Tim Brown to 9 do? 10 MR. TURNER: Object to form. 11 THE WITNESS: I don't recall what I asked 12 him to do. 13 BY MS. WARDEN: 14 Q. Was Mr. Brown the lead on this review of 15 SolarWinds security? 16 MR. TURNER: Objection to form. 17 THE WITNESS: My responsibility for -- in 18 working with Mr. Brown was to -- his people leader, 19 to review slides with him to make sure they were 20 ready for the appropriate audience, the final 21 audience. This is -- a couple things stand out to 22 me. This is the current state of slides, not 23 current status. I often would help him with making 24 sure that his status was representative if it was 25 going to a senior audience.</p> <p>130</p>	<p>1 A. Because these appear to be security 2 incidents, and Eric ran the information system that 3 maintained security incident reporting. 4 Q. So just, again, looking at the cover email 5 page ending in Bates -50, the second sentence (as 6 read): 7 A review of what we asked for 8 last August in a red yellow green 9 status showing how we have done on 10 our initiatives. 11 Ms. Johnson, what did you understand the 12 references to what was asked for last August? 13 A. Did I -- I do not recall what was asked 14 for last August. 15 Q. Okay. Do you recall what you understand 16 the red status to mean? 17 A. There are a few things that are 18 concerning. We have a standard way of reporting. 19 This is not it. And if I read in the backup slides, 20 what was asked for last August was the GDPR 21 investment request, which start on page ending 22 in -59. And then on -60, this is, as Tim uses the 23 words, a starting point, but not a final document 24 for which I can form any conclusion because it's not 25 final.</p> <p>132</p>

<p>1 Q. Okay. Do you -- do you see on, for 2 example, Bates ending in -61, do you see that 3 there's different colors? 4 A. I see that there are different colors. 5 Q. Okay. And you see on Bates ending in -50 6 Mr. Brown is referring to a red yellow green status. 7 (Simultaneous speakers - inaudible.) 8 BY MS. WARDEN: 9 Q. I guess my question is, do you know what 10 red status means? 11 A. I do not know what Tim was intending when 12 he made red, yellow and green. We have a formal way 13 of presenting status, and this is not it. 14 Q. And is -- does a formal way of presenting 15 status involve colors red, yellow, green? 16 A. Red, yellow and green are generally listed 17 under the KPIs for status, not in terms to a task or 18 tactic. This is not the way we would formally 19 represent completion or risk. It is likely why Tim 20 wanted to meet. 21 Q. Okay. And at the end of that sentence, 22 Mr. Brown says (as read): 23 Red yellow green status 24 showing how we have done on our 25 initiatives.</p> <p>133</p>	<p>1 sponsors and others were -- others I sponsored or 2 Joe Kim sponsored. The leadership team throughout 3 SolarWinds were the sponsor owners, and that list of 4 sponsored initiatives was published and status 5 reported on every month. This is not the status 6 report of our work. 7 BY MS. WARDEN: 8 Q. Okay. Mr. Brown, at the end, says (as 9 read): 10 We can review it tomorrow, but 11 it's a reasonable place to start. 12 Do you recall a meeting with Mr. Brown 13 about this October 2018 PowerPoint? 14 A. I don't recall meeting Mr. Brown on 15 October 29th, 2018. 16 Q. Well, I'm not saying on that date, but do 17 you recall a meeting with Mr. Brown about Exhibit 7? 18 A. I met with Mr. Brown at least weekly one 19 to one. 20 Q. Do you recall discussing the PowerPoint 21 starting in Bates ending in -51? 22 Do you recall discussing that with 23 Mr. Brown? 24 A. I -- I don't recall specifically 25 discussing this document with Mr. Brown.</p> <p>135</p>
<p>1 And he's writing this email to you. 2 So what do you understand initiatives to 3 refer to? 4 A. I don't know what Tim was intending in 5 these words. The DOIT organization presented 6 monthly status of all initiatives. This is not the 7 format for the presentation of status of 8 initiatives. I -- this is not an artifact that I 9 can respond to because it is not the way that we 10 capture status. And so I would have worked with him 11 to finalize this in a consistent manner with our 12 artifacts. 13 Q. You reference a monthly initiative. 14 What were the monthly initiatives? 15 MR. TURNER: Objection to form. 16 THE WITNESS: There were generally 50 to 17 90 initiatives that were being tracked in a monthly 18 DOIT portfolio review report that was produced 19 monthly for -- during my tenure. 20 BY MS. WARDEN: 21 Q. And did you set the -- the initiatives? 22 MR. TURNER: Objection to form. 23 THE WITNESS: There was an intake process 24 to have the business departments request 25 initiatives. Some were requested by the business</p> <p>134</p>	<p>1 Q. Okay. Let's look at -- do you rec -- do 2 you recognize this presentation starting on 3 Bates -51, ending in -62? 4 A. I don't recognize this presentation 5 because I would have rejected it. It's not how we 6 present our work. 7 Q. Well, I'll just ask if you're familiar 8 with some of these concepts, since he sent it to 9 you. If you look at Bates ending in -61. 10 Do you see the title of the slide is "A 11 proactive security model updated October 2018 with 12 status"? 13 A. Yes. 14 Q. Are you familiar with this proactive 15 security model? 16 A. I am familiar with the -- Tim's proactive 17 security model concept. 18 Q. What is that? 19 A. These refer to Tim's words, this is his 20 language around how we invest in the, I'll call it, 21 proactive component of security. 22 Q. Okay. Proactive security model is 23 Tim Brown's initiative; is that fair to say? 24 A. Those were -- that's how Tim referred to 25 this particular area of investment.</p> <p>136</p>

<p>1 Q. Okay. So on the left column, it says 2 "Risk of noninvestment." 3 What do you mean by "investment?" 4 Company's investment? 5 A. Yes. 6 Q. Okay. So under the -- the slide "Risk of 7 noninvestment," do you see that? 8 A. I do. 9 Q. What does that mean? 10 A. Tim's words should be referred to here. I 11 can't presume to know what he intended when he typed 12 this, nor the color coding. 13 Q. Okay. You were familiar with the 14 proactive security model, though, right? 15 I mean, are you familiar with -- with risk 16 of noninvestment? 17 MR. TURNER: Objection to form. 18 THE WITNESS: The challenge with 19 responding to this document is he took something 20 that was a half year old, and for the purposes of 21 conversation, made color coded. Those color codes 22 mean nothing to me today, and what's more, if he was 23 presenting it to leaders, we would have presented it 24 in the format that we present all of our major 25 initiatives, because these items became major</p> <p style="text-align: center;">137</p>	<p>1 A. I see that language. 2 Q. Are you aware of any reason that this 3 statement is not accurate? 4 MR. TURNER: Objection to form. 5 THE WITNESS: I don't know what Tim was 6 intending by these statements. However, the purpose 7 of the 2017 document that was updated in 2018 with 8 Tim Brown's color coding was to make a business 9 case. Business case justifications are generally 10 jargon or summarized nonprecise language to make a 11 point to make investment. 12 BY MS. WARDEN: 13 Q. The purpose is to make a business 14 investment? 15 A. The format on the document's ending on 16 page -59 and then updated and color coding on -60 17 are -- it's a format for which we were making the 18 GDPR budget requests. It is a business case 19 document. It's not intended to make a statement on 20 the status of security; it's to make a request to 21 invest. 22 Q. Is the document ending in Bates -61 a 23 business case document? 24 MR. TURNER: Objection to form. 25 THE WITNESS: The document on page -61 is</p> <p style="text-align: center;">139</p>
<p>1 initiatives. This was a conversational document. 2 It can't be relied upon to convey any status. It's 3 color coding for -- for a conversation. 4 BY MS. WARDEN: 5 Q. Was this document provided to Joe Kim? 6 MR. TURNER: Objection. Foundation. 7 THE WITNESS: I do not recall. 8 BY MS. WARDEN: 9 Q. Or any other -- was it provided to 10 Kevin Thompson? 11 MR. TURNER: Objection. Foundation. 12 THE WITNESS: We have specific and 13 consistent communication vehicles for our 14 leadership. This is not the format of that 15 communication. The leaders received monthly updates 16 on the status of all the major initiatives. This is 17 not the format of a monthly update. 18 BY MS. WARDEN: 19 Q. Okay. Looking at, again, this document 20 ending in -61, under "Risk of Noninvestment," the 21 first bullet is (as read): 22 Current state of security 23 leaves us in a very vulnerable 24 state for our critical assets. 25 Do you see that language?</p> <p style="text-align: center;">138</p>	<p>1 a copy of the document on page -59 with some red, 2 yellow, green color coding updates from Tim to have 3 a conversation with me. 4 BY MS. WARDEN: 5 Q. So you would describe this as a business 6 case document? 7 MR. TURNER: Objection to form. 8 THE WITNESS: The original document is a 9 business case document. Tim is presenting it to me 10 to have a conversation. 11 BY MS. WARDEN: 12 Q. Okay. What was your reaction upon reading 13 this when Tim was presenting it to you, that the 14 current state of security leaves us in a very 15 vulnerable state for our critical assets? 16 A. It's a business case document using 17 nonprecise terms to make the point to invest. 18 Q. So, again, what -- what was your reaction, 19 though? 20 MR. TURNER: To the extent you recall. 21 THE WITNESS: To the extent that I recall, 22 is all of the 2017 requests of each of the business 23 departments and every function were rolled up and 24 the request for investment was made to the 25 senior-most leaders at SolarWinds and it was</p> <p style="text-align: center;">140</p>

<p>1 approved.</p> <p>2 So the reaction was let us -- we have made</p> <p>3 a strong business case, let us request the money.</p> <p>4 The money was granted, and the objectives then were</p> <p>5 meant to be actioned.</p> <p>6 BY MS. WARDEN:</p> <p>7 Q. Do you know whether anyone at SolarWinds</p> <p>8 above you was aware of this statement, the current</p> <p>9 state of security leaves us in a very vulnerable</p> <p>10 state for our critical assets?</p> <p>11 MR. TURNER: Objection to form.</p> <p>12 THE WITNESS: That statement is imprecise</p> <p>13 and not accurately reflecting -- it is a business</p> <p>14 case justification, like, of a problem statement.</p> <p>15 BY MS. WARDEN:</p> <p>16 Q. Do you recall asking Mr. Brown to revise</p> <p>17 this statement in Bates ending in -61?</p> <p>18 A. The intention of this document, and there</p> <p>19 were -- this -- this business case format was used</p> <p>20 for other requests for investments, was not a</p> <p>21 precise statement. It was a justification for</p> <p>22 investments. No one was asking to qualify what</p> <p>23 those words meant. The request was made to invest,</p> <p>24 the investment request was granted.</p> <p>25 Q. So you didn't ask Mr. Brown to delete this</p> <p style="text-align: center;">141</p>	<p>1 this -- this sentence in Bates ending in -61, did</p> <p>2 you discuss it with anyone else at SolarWinds?</p> <p>3 A. Tim Brown was having a meeting with his</p> <p>4 boss in which he brought materials to have a</p> <p>5 conversation around an investment request that we</p> <p>6 advanced. Tim -- there was no need to have another</p> <p>7 conversation around Tim's document.</p> <p>8 Q. Are you saying that you were -- you got</p> <p>9 the investment after the date of this document,</p> <p>10 which was October 28th, 2018?</p> <p>11 A. I'm saying in 2017, as part of the GDPR</p> <p>12 Compliance Point, GDPR review, a set of actions were</p> <p>13 proposed to all of the different business</p> <p>14 departments and functions. The teams then sized and</p> <p>15 estimated what do they need to take those actions</p> <p>16 on. Part of that was to outline what Tim wanted in</p> <p>17 2017, which appears on the document ending in</p> <p>18 page -59. The whole of those requests for funding,</p> <p>19 support or investment were made to leadership, and</p> <p>20 the entire set of requests were funded by leadership</p> <p>21 to prepare for GDPR.</p> <p>22 Q. Okay. After you saw this PowerPoint</p> <p>23 saying, "The current state of security leaves us in</p> <p>24 a very vulnerable state for critical assets," do you</p> <p>25 recall whether there were any next steps taken in</p> <p style="text-align: center;">143</p>
<p>1 statement from the slide deck?</p> <p>2 A. The statements he was making in a slide</p> <p>3 deck to his boss and to make a business</p> <p>4 justification weren't a statement of status or</p> <p>5 qualified in any way. It was merely meant to make a</p> <p>6 business justification. So I did not ask Tim Brown</p> <p>7 to delete words that he was saying to me.</p> <p>8 Q. But you don't believe that statement is</p> <p>9 accurate?</p> <p>10 A. It is not accurate.</p> <p>11 Q. And did you have a conversation with</p> <p>12 Mr. Brown about how you thought that that statement</p> <p>13 was not accurate?</p> <p>14 A. I didn't have a conversation with</p> <p>15 Mr. Brown about how I thought this statement was not</p> <p>16 accurate.</p> <p>17 Q. And do you know what he meant by the</p> <p>18 yellow -- this is a yellow --</p> <p>19 MR. BRUCKMANN: Objection. Asked and</p> <p>20 answered.</p> <p>21 THE WITNESS: I do not know what Tim meant</p> <p>22 by a red yellow green color coding system. It was</p> <p>23 not consistent with how we represented status.</p> <p>24 BY MS. WARDEN:</p> <p>25 Q. And did you discuss with anyone else</p> <p style="text-align: center;">142</p>	<p>1 light of that statement?</p> <p>2 A. All of these initiatives were rolled up</p> <p>3 into projects. Those projects were reported on</p> <p>4 monthly in the DOIT monthly portfolio. This is why</p> <p>5 I do not accept this is a status report because</p> <p>6 there was an actual formal and finalized status</p> <p>7 report of the work being done to create a proactive</p> <p>8 security model. That was reported on monthly</p> <p>9 throughout my tenure. This is not that artifact.</p> <p>10 Q. After you received this -- this</p> <p>11 PowerPoint, did you consider whether the statements</p> <p>12 in the security statement were still true?</p> <p>13 A. No. What -- the words here are not</p> <p>14 precise. I knew them to be not precise at that</p> <p>15 time. It did not cause me to question whether or</p> <p>16 not the security statement was true.</p> <p>17 Q. Okay. You didn't consider revising the</p> <p>18 security statement at all?</p> <p>19 A. I had no responsibility for the creation</p> <p>20 or the revisions to the security statement, and no,</p> <p>21 when I read this intentionally imprecise business</p> <p>22 justification, it did not cause me to wish to revise</p> <p>23 a security statement for which I didn't have</p> <p>24 responsibility.</p> <p>25 Q. And who had responsibility for revisions</p> <p style="text-align: center;">144</p>

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<p>1 that became true in CCPA, the California Consumer 2 Protection Act. In preparation for a new 3 requirement, the business operators needed to know 4 what that meant for how they operated technology and 5 how they managed consumer data privacy. The entire 6 company was trained on how does that impact their 7 work. 8 That data privacy and security component, 9 because part of that data privacy was securing the 10 data, that was a retraining for the entire 11 organization. It was not a specific response to any 12 shortcoming. It was there is a new regulation and 13 the company needs to be prepared for that. 14 SolarWinds is not the only company that did that. 15 Every software company that is doing business out -- 16 in the European Union has that responsibility. 17 BY MS. WARDEN: 18 Q. So when Tim Brown wrote "Without training, 19 our employees will continue to be one of our biggest 20 risks," did you understand that training to be 21 limited to the GDPR training? 22 MR. TURNER: Objection. Form. 23 Foundation. 24 THE WITNESS: Those words were written in 25 2017. Those -- that collection of words is commonly</p> <p>149</p>	<p>1 Q. What is it? 2 A. This is a summary of multiple other 3 documents to review in my monthly one-on-one with 4 CEO Kevin Thompson. 5 Q. Okay. So let's go to document ending in 6 Bates -5138, please. 7 If you can look at -5138 to the end. 8 A. To the end of the whole package? 9 Q. Mm-hmm. 10 A. Okay. 11 Q. All right. If you look at the first page 12 of this -- sorry. 13 Look at Bates ending in -5138. Do you see 14 it has the title "Security and Compliance Program 15 Quarterly Overview," dated August 16, 2019? 16 Do you see that? 17 A. I do. 18 Q. Okay. And this is when you've been at 19 SolarWinds for about two and a half years at this 20 point, right, in August 2019? 21 A. Yes. 22 Q. Okay. Was this PowerPoint presentation 23 presented to you? 24 A. No. 25 Q. What do you recall about it?</p> <p>151</p>
<p>1 used to emphasize the importance of security 2 training. It was not an uncommon collection of 3 words to be used. That the business justification 4 that he used that document -- used those words on 5 was funded. 6 BY MS. WARDEN: 7 Q. Did you ever consider whether the 8 statements in the security statement were still true 9 as -- as of October 2018? 10 A. The statements in the security statement 11 were true when it was published. It was true in 12 October 2018. Tim Brown's business justification 13 did not nullify those statements. 14 Q. Let me show you what I'm going to mark 15 Johnson 8. It's SolarWinds SEC-305126 through 16 -5155. 17 (Whereupon, Deposition Exhibit 8 18 was marked for identification.) 19 BY MS. WARDEN: 20 Q. It's a big document, so take your time 21 reviewing it. 22 A. Where would you like me to focus? 23 Q. Sure. 24 So do you recognize the document? 25 A. I do.</p> <p>150</p>	<p>1 A. I organized its curation. It wasn't 2 presented to me. 3 Q. You created -- 4 A. I organized its curation. 5 Q. What do you mean by "organized its 6 curation"? 7 A. Different content comes from different 8 leaders. This security and compliance review 9 includes areas of compliance, not just security. 10 And so we did not have a responsibility for 11 owning -- for -- under Tim and under Kellie, there 12 was program management that fell outside of the 13 scope of the IT responsibility, so we curated 14 content from different departments to aggregate this 15 quarterly meeting. 16 Q. So who was the author of -- 17 A. There is no sole author of this document. 18 Q. Okay. Who contributed to this document? 19 A. It depended on the agenda. This 20 particular agenda had security compliance in SIPS in 21 it, also had -- when I look at compliance elements 22 in here, like the payment services directive and the 23 Sarbanes-Oxley, that would have also included 24 finance. When I see the fedRAMP-related work in the 25 common criteria, this means that we are involving</p> <p>152</p>

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<p>1 BY MS. WARDEN: 2 Q. So this PowerPoint was presented to your 3 boss, right, Joe Kim? 4 A. Yes. 5 Q. So did -- did you review it for accuracy 6 before it was presented to Joe Kim? 7 A. I would have reviewed it, not specifically 8 for accuracy, but reviewed it for its content, for 9 its relevance, for its completeness. 10 Q. Wasn't part of your job responsibilities 11 to make sure that the information in Exhibit 8 was 12 accurate? 13 A. My responsibilities were to make sure, to 14 the best of my ability, that the information I was 15 presenting to my boss was comprehensive, complete 16 and generally accurate, but not to verify the 17 specific accuracy of every line item. 18 Q. Okay. Did it surprise you that SSDL got a 19 NIST maturity level of 2? 20 A. I don't recall what my reaction or being 21 surprised or not. 22 Q. Any discussions with anyone else at 23 SolarWinds about slide ending in -47 and SSDL 24 getting a NIST maturity level of 2? 25 A. No discussions. However, our -- the</p> <p>173</p>	<p>1 Do you see that? 2 A. Yes. 3 Q. All right. Under Highlights, we've got 4 first bullet (as read): 5 Access and privilege to 6 critical systems/data is 7 inappropriate. Need to improve 8 internal processes procedures. 9 Do you see that? 10 A. I do. 11 Q. Any reason to believe this information is 12 not accurate? 13 MR. TURNER: Objection to form. 14 THE WITNESS: This is a summarized 15 highlight pointing to the opportunity to leverage 16 technology called Thycotic Secret Server to mid -- 17 to manage privileged access credentials in a secret 18 server. 19 BY MS. WARDEN: 20 Q. Ms. Johnson, my question was, is there any 21 reason to believe that this statement, "Access and 22 privilege to critical systems/data is 23 inappropriate," is not accurate? 24 MR. TURNER: Objection to form. 25 THE WITNESS: On its face summarized, I</p> <p>175</p>
<p>1 intention of the security -- security and compliance 2 reviews was to take anything that could benefit from 3 concentrated improvement and create a security and 4 compliance improvement plan for that line item. 5 Q. So could the score of 2 for SSDL, could it 6 have benefited from improvement? 7 MR. TURNER: Objection to form and 8 foundation. 9 BY MS. WARDEN: 10 A. The company would decide what the focus 11 areas would be based on the need for improvement. 12 It was not my scope of responsibility to determine 13 whether or not that item needed improvement. 14 However, we can look at the security improvement 15 plans to see what next steps happened or came about 16 from that. 17 Q. But do -- do you recall next steps from 18 the SSDL being -- receiving a 2 rating? 19 A. No. But the -- we can look ahead in the 20 artifact and see if there was any. 21 There's nothing -- there's nothing in this 22 artifact that talks to the skip specifically for the 23 SDL. 24 Q. Okay. Let's turn to Bates ending in -48. 25 At the top, it says "Protect."</p> <p>174</p>	<p>1 don't stand behind that statement. The statement 2 was in reference to the opportunity to leverage a 3 centralized secret server to store privileged 4 credentials. 5 BY MS. WARDEN: 6 Q. As written, you don't agree with this 7 statement? 8 A. As written, it was part of a presentation 9 that was -- had significantly more context. 10 It was a project to deal with privileged 11 access management, and this was referring to the 12 opportunity to accelerate moving all privileged 13 credentials into Thycotic Secret Server. 14 Q. Did Tim Brown draft this statement? 15 A. I don't know who the original author is of 16 each bullet. This is an aggregated summary of IT 17 business and product security leaders. 18 Q. All right. So it says (as read): 19 Access and privileged to 20 critical systems status is 21 inappropriate. 22 Which systems? 23 MR. TURNER: Objection to form. 24 THE WITNESS: SolarWinds had hundreds of 25 systems, critical systems. I don't know how -- what</p> <p>176</p>

<p>1 the count was at the particular time that this was 2 in place, but this is specifically talking about the 3 privileged access. And privileged access could be 4 managed in a centralized secret server versus 5 decentralized servers with different technologies 6 managing the credential. It is a summarized 7 industry jargon term that is meant to have impact, 8 but not to stand alone without context in 9 conversation. 10 BY MS. WARDEN: 11 Q. But was it true? 12 MR. TURNER: Objection to form. Asked and 13 answered. 14 THE WITNESS: Privileged access management 15 could be improved by the use of a centralized secret 16 server where its credential was maintained in 17 Thycotic. The opportunity to improve that was what 18 was being presented here. 19 BY MS. WARDEN: 20 Q. And it says that the access and privilege 21 is inappropriate. 22 What -- inappropriate how? 23 MR. TURNER: Objection to form. 24 THE WITNESS: I don't know how to answer 25 differently than I have.</p> <p style="text-align: center;">177</p>	<p>1 that bullet to indicate we can do privileged access 2 management more effectively. 3 Q. The second sentence, "need to improve 4 internal processes, procedures," what -- what 5 internal processes? 6 A. The -- the process and procedure that was 7 referred to here, Thycotic required -- so much 8 detail. The way credentials were being managed in 9 IT, the business departments wanted their own 10 credential stores. For IT to be able to manage -- 11 for IT to be able to be responsible for the 12 credential store for the company, there would -- 13 needed to be business continuity and access set up 14 so they could do that work. This was a poorly 15 written statement that should not be relied upon 16 because what was in effect happening was the request 17 to leverage Thycotic as a centralized secret server 18 store so that privileged access could be maintained 19 in something that we had centralized and 20 standardized faith upon -- in. 21 Q. Did you have -- so the sentence is need to 22 improve internal processes. 23 Did that occur? 24 A. There was an initiative to -- around 25 privileged access management to leverage Thycotic as</p> <p style="text-align: center;">179</p>
<p>1 BY MS. WARDEN: 2 Q. What was your reaction upon learning this? 3 MR. TURNER: Objection to form and 4 foundation. 5 THE WITNESS: I'm not learning in -- 6 this -- this is not a presentation -- 7 BY MS. WARDEN: 8 Q. You were emailed this presentation, 9 correct? 10 A. No. I wasn't emailed this presentation. 11 I participated in putting in the content for the 12 presentation. The statements that were being made, 13 I had context and I understood what was being 14 proposed here. This is offering the opportunity to 15 invest in Thycotic Secret Servers for managing the 16 credentials of critical systems across the 17 enterprise. At the time, IT was the only team that 18 was leveraging -- I shouldn't say only. IT was the 19 team that managed the secret server, and not all 20 privileged credentials were being managed in this 21 newer technology. There was an opportunity to 22 invest in Thycotic and make sure that Thycotic had a 23 full business continuity plan so that all of the 24 different business departments could manage their 25 credentials out of Thycotic. That was the point of</p> <p style="text-align: center;">178</p>	<p>1 a central store. The processes -- internal 2 processes had to change to enable to leverage a 3 centralized store. 4 Q. And who was in charge of those efforts? 5 A. The project was being program-managed by 6 Eric Quitugua and Kellie to centralize the 7 privileged access management in a single credential 8 store, but each business department had to 9 participate in changing their processes so that you 10 could leverage a store. So every business, the MSP, 11 the core and the cloud business departments all had 12 to participate in that project to get to centralized 13 credential management. 14 Q. Did Mr. -- 15 A. Quitugua. 16 Q. -- Quitugua report to Mr. Brown? 17 A. He did. 18 Q. All right. If you look at the last 19 security category, authentication, authorization and 20 identity management. 21 Do you see that? 22 A. Yeah. 23 Q. What does that mean? 24 A. It's a collection of security objectives 25 in a category around identity and access management.</p> <p style="text-align: center;">180</p>

<p>1 Q. And then under objective, it says (as 2 read): 3 User identity, authentication 4 authorization are in place and 5 actively monitored across the 6 company. 7 Do you see that? 8 A. I do. 9 Q. All right. And then next to it, there's a 10 NIST maturity level? 11 A. Yes. 12 Q. And the score was 1. 13 Do you see that? 14 A. I do. 15 Q. Any reason to -- to doubt the accuracy of 16 that score? 17 MR. TURNER: Objection to form. 18 THE WITNESS: I didn't participate in 19 calculations. However, this also points to, one, 20 the privilege access opportunity and the making 21 Azure AD the authoritative source of identity 22 because identity was centralized in multiple on-prem 23 ADs. 24 BY MS. WARDEN: 25 Q. Sorry, to go back to the objective, what</p> <p style="text-align: center;">181</p>	<p>1 presentation, we made very cursory summaries and 2 very, frankly, crude descriptions to speak to why we 3 needed do something different. 4 The rationale at the time for why this was 5 a 1 is because there was an opportunity to make an 6 investment in Thycotic as a secret server for the 7 entire company, and two, to make the investment in 8 Azure AD as the authoritative source for identity 9 and authorization for the company. Those two 10 things, we needed an investment and we were making a 11 point in this presentation. 12 Q. So if the audience was not executive 13 management, would the score have been different? 14 A. The opportunity to centralize was still 15 real. User identity across three different 16 organizations, managing it separately, is really an 17 expensive endeavor and requires a lot of oversight. 18 The challenge is -- the opportunity to improve that 19 is a consistent theme across the organization. 20 Q. Did you intentionally give a falsely lower 21 score in order to get a bigger budget? 22 A. No. 23 Q. But did you intentionally provide 24 leadership with a lower score? 25 A. No. When you read the objectives as we're</p> <p style="text-align: center;">183</p>
<p>1 is user identity? 2 A. I'm sorry, where do you see that? 3 Okay, user identity. So this is the 4 individual user of a -- an employee. 5 Q. And authentication is what? 6 A. I -- 7 Q. Sorry, the next phrase, authentication. 8 A. So the identity is how you individually 9 understand what a -- who is the human actor trying 10 to get access. Authentication is the way that you 11 ensure that they have access. Authorization is the 12 determination that they should have the access and 13 making sure that all three are in place and 14 monitored across the company, is what this objective 15 is. 16 Q. Is a score of 1 a low score? 17 MR. TURNER: Objection to form. 18 Do you want to just ask her what her 19 understanding is as to why it was a 1? 20 BY MS. WARDEN: 21 Q. What is your understanding as to why the 22 score was 1? 23 A. I mentioned before, the -- there was 24 detailed summaries around how we get to maturity 25 levels. For the purpose of an executive</p> <p style="text-align: center;">182</p>	<p>1 calling out, my point in making the statement around 2 how this user, loosely worded, the objective Palo 3 Alto fireworks -- firewalls, that is a specific 4 thing, us making a point that we have deployed Palo 5 Alto firewalls, next generation firewalls, across 6 the company. That is creating a clear note that the 7 perimeter protection was strong, but we called out 8 specifically the objective as Palo Alto firewalls. 9 This was calling out the opportunity more 10 clearly so we weren't in a generic statement. We 11 were specific to the executives around what we were 12 trying to accomplish by calling out the privilege 13 access and the Azure AD opportunity, but the reality 14 is the opportunity to centralize and standardize 15 security in a single authoritative source was an 16 important objective. 17 Q. Did you take any next steps in light of 18 the category of authentication, authorization and 19 identity management receiving a score of 1? 20 A. We authorized two projects. The privilege 21 access management project for Thycotic and the 22 Azure AD, what was called the identity and access 23 management project. 24 Q. And whose decision was it to authorize 25 those projects?</p> <p style="text-align: center;">184</p>

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<p>1 A. The process of authorizing projects at 2 SolarWinds during my tenure was that we stack ranked 3 the projects based on their overall business impact. 4 We presented to all of the business leaders the 5 stacked ranked portfolio, and I met with 6 Kevin Thompson on a monthly basis to review 7 everything that was being authorized. 8 So the stack ranking prioritization was 9 the process to propose what should happen and to be 10 authorized and that was ratified by our CEO. So 11 that authorized the project. 12 I also did that review in my one-on-ones 13 with Joe Kim. 14 Q. In these one-on-ones with Joe Kim, did you 15 have a discussion about that authentication 16 authorization identity management received a score 17 of 1? 18 A. Joe Kim understood the importance of the 19 project we were putting forward to improve the 20 centralization and standardization of identify and 21 access management, as well as the importance of 22 having a centralized secret server so that there was 23 one single pane of glass to understand how our 24 credentials were being -- so didn't need to talk to 25 him about a NIST rating score that we summarized an</p> <p style="text-align: center;">185</p>	<p>1 Q. Okay. So do you recognize this email? 2 A. I recognize the email, yes. 3 Q. And -- and what is it? 4 A. This appears to be a request from Kellie 5 to -- I -- it looks like it's a request from Kellie 6 to dev ops, IT and product management to participate 7 in a level of effort estimate to ready the company 8 for 2021 fedRAMP readiness. 9 Q. Okay. And the subject says (as read): 10 FedRAMP security controls 11 baseline as of 6-28-2019. 12 A. Yes. 13 Q. And there's an attachment to this email. 14 Do you see that? 15 MS. WARDEN: I'm going to mark the 16 attachment to this email 9A, and for the record, 17 it's Bates 45358. 18 (Whereupon, Deposition Exhibit 9A 19 was marked for identification.) 20 MS. WARDEN: And Ms. Johnson has an 21 electronic version of it in front of her. 22 BY MS. WARDEN: 23 Q. Okay, just a couple more questions about 24 the other people. 25 So you're -- you're on the "to" line,</p> <p style="text-align: center;">187</p>
<p>1 objective around. He was part of understanding that 2 we were advancing an important initiative that would 3 continue to improve security at SolarWinds. 4 Q. And it's fair to say access controls have 5 been an issue at SolarWinds since before 6 October 2018? 7 MR. TURNER: Objection to form. 8 THE WITNESS: Requesting continuous 9 improvement does not mean that there is issue. It 10 means there's opportunity to improve, there's 11 opportunity to standardize, there's opportunity to 12 centralize. 13 MS. WARDEN: I'm handing you what I'm 14 marking Johnson 9. It's SolarWinds SEC-45356 15 through -57. 16 (Whereupon, Deposition Exhibit 9 17 was marked for identification.) 18 MR. TURNER: Sorry, what number? 9. 19 MS. WARDEN: This is 9. 20 BY MS. WARDEN: 21 Q. You may want to pull up the spreadsheet 22 that I sent your counsel, Caz. That's what we'll be 23 going through while we wait. 24 Okay. Ready, Ms. Johnson? 25 A. I am, yes.</p> <p style="text-align: center;">186</p>	<p>1 right, Rani Johnson? 2 A. Yes. 3 Q. Okay. Who is Keith Kuchler? 4 A. Keith Kuchler was the head of product for 5 cloud business department. 6 Q. And who is Chris Day? 7 A. At the time, Chris Day was the head of dev 8 ops for the MSP business unit, now the CIO at 9 SolarWinds. 10 Q. Who is Brad Cline? 11 A. Brad Cline, in 2019, would have been a 12 director of network. May have been a senior manager 13 at the time. Not sure exactly. 14 Q. Who was Ross Fujii? 15 A. Ross Fujii was -- reported to Joe Kim, and 16 he had responsibility for some element of product 17 management. 18 Q. Okay. So the -- the subject line, Pierce 19 writes (as read): 20 We've been discussing in the 21 attached spreadsheet -- 22 I'm sorry. Let me take it from the tab. 23 (As read): 24 FedRAMP is once again an item 25 of discussion. Denny S.,</p> <p style="text-align: center;">188</p>

<p>1 engineering, scope the resources 2 needed for a fedRAMP certification 3 with 2020 being used for readiness 4 and 2021 for the actual 5 certification process. Keith 6 reached out for assistance in 7 sizing the effort at the control 8 level. 9 (Reporter clarification.) 10 MS. WARDEN: Yes. I'm sorry. Okay. 11 BY MS. WARDEN: 12 Q. Okay. And then she says, Ms. Pierce says 13 (as read): 14 In the attached spreadsheet 15 green tabs, you will find that for 16 each of the 325 controls, a team or 17 teams have been identified. The 18 team identified potentially will 19 play a part in the documentation, 20 implementation and/or testing of 21 the individual control. In the 22 spreadsheet, you will also find a 23 second tab that includes a staffing 24 strawman to outline\identify what 25 resources are needed for a fedRAMP</p> <p>189</p>	<p>1 Q. All right. If you go down -- so the left 2 column is count, so you're going to hear me refer to 3 everything with counts. So if you go down to 4 Count 17, which is actually Row 19, but let's focus 5 on Count 17. 6 Do you see in Column E, it says, "Least 7 privilege authorize access to security functions"? 8 A. Yes. 9 Q. All right. And then the next column says 10 (as read): 11 The organization explicitly 12 authorizes access to assignment, 13 organization defines security 14 functions deployed in hardware, 15 software, firmware and security 16 relevance information. 17 And then it says (as read): 18 Security functions include -- 19 MR. TURNER: Hang on a second. Are you 20 able to find it? 21 THE WITNESS: No, I found it. Finish the 22 question so I can make sure. 23 BY MS. WARDEN: 24 Q. Sorry. Then it says (as read): 25 Security functions include,</p> <p>191</p>
<p>1 effort. Being a strawman, this is 2 a template that you are free to 3 use, adjust, revise, scrap. 4 Ms. Johnson, what do you understand 5 Ms. Pierce's reference to controls to mean? 6 325 controls, she says. 7 MR. TURNER: Is that the reference? 8 There's many references to controls. 9 BY MS. WARDEN: 10 Q. Let's take the sentence "In the attached 11 spreadsheet, you will find that for each of the 325 12 controls." 13 A. She's -- may I take a look at the -- the 14 document here? 15 MR. TURNER: I don't understand the 16 question. Are you asking what is meant by the 17 reference to the controls in the spreadsheet of 18 controls that's attached to the email? 19 BY MS. WARDEN: 20 Q. Let's look at the spreadsheet. So open up 21 Attachment 9A, and if you go to the tab "Moderate 22 Baseline Controls." 23 A. Okay. 24 Q. Do you see that? 25 A. I do.</p> <p>190</p>	<p>1 for example, establishing system 2 accounts, configuring access, 3 authorizations, i.e. permissions, 4 privileges, setting events to be 5 audited and setting intrusion 6 detection parameters. 7 Ms. Johnson, how -- how important is the 8 concept of least privilege? 9 MR. TURNER: Objection to form. 10 THE WITNESS: I'm lost in the context of 11 this, 'cause Kellie's ask is to provide a summary of 12 level of effort to prepare for fedRAMP readiness 13 that is two years out. It's not an assessment of 14 alignment with controls. Kellie is not an auditor 15 and has no expertise in this particular area. To 16 answer that question, but in the context of this 17 review that Kellie did to aggregate the level of 18 effort, it doesn't make sense. 19 BY MS. WARDEN: 20 Q. So in the email, Ms. Pierce says (as 21 read): 22 You will find that for each of 23 the 325 controls, a team or teams 24 have been identified. The team 25 identified potentially will play a</p> <p>192</p>

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<p>1 part in the documentation 2 implementation and/or testing of 3 the individual controls. 4 And she attaches a spreadsheet, which is 5 what we were looking at, Exhibit 9A. 6 A. She says being a strawman. 7 MR. TURNER: Wait for the question. 8 BY MS. WARDEN: 9 Q. So why don't we -- if you look at the 10 column to the right, so -- so this may help orient 11 you. 12 If you go to the top of that column that I 13 was looking at, Column F, do you see it says, "NIST 14 control description from NIST SP 800"? 15 A. Yes. 16 Q. Okay. So that's the title of that. And 17 then we're going to be looking at Column S. 18 Do you see that's titled "Kellie's 19 comments, notes"? 20 A. Yes. 21 Q. All right. So we're going to look at 22 control, and then Kellie's comments column. 23 So let's go back to Count 17. And I read 24 you the control. Won't do that again. Then 25 Kellie's comment, do you see it's in red, says --</p> <p>193</p>	<p>1 documentation. And that's why she speaks to the 2 being -- doing the work in 2020 with readiness in 3 2021. 4 The ask here is truly to do a 5 level-of-effort estimate around how much work we 6 need to prepare to create the reporting 7 documentation to ready those assets for fedRAMP so 8 we can -- say, if this cost 2 million, how much in 9 sales is there to potentially justify this 10 investment. 11 Kellie is not -- Kellie nor myself would 12 be equipped to answer the company's process 13 readiness without having the specific asset owner of 14 each one of those assets answer in response to each 15 line item. The fact that Kellie writes her own 16 letters and dates on this shows that this is her 17 reaction. 18 What's more, the -- there was intended, 19 like a hypothesis on Kellie's part and certainly 20 mine because she and I have run programs before to 21 prepare companies for product certifications. The 22 reality that these products don't have the 23 U.S.-based staffing infrastructure means that we 24 knew that we would -- this would be too inexpensive 25 of an effort. So this was a very cursory, very</p> <p>195</p>
<p>1 I'll let you get there in Column S, KP627, she 2 writes (as read): 3 We have no explicit 4 authorization policy, nor is this 5 documented that I am aware of for 6 the company or individual products. 7 Are you aware of any reason this 8 assessment was not accurate? 9 MR. TURNER: Objection to form. 10 THE WITNESS: This was not an assessment. 11 BY MS. WARDEN: 12 Q. Okay. What -- how would you describe it? 13 A. This was a preliminary reaction to a 14 request to make an investment in fedRAMP readiness 15 for products that did not have a strong business 16 justification. What Denny and I asked her to do was 17 perform a level of assessment -- level-of-effort 18 assessment on what it would cost the company to 19 prepare for fedRAMP readiness. It was a very 20 cursory collection of data across a number of 21 leaders to say this is going to take this much 22 effort because the formality and the requirement of 23 leveraging a third-party assessment organization or 24 a 3PAO for fedRAMP is very expensive and you have to 25 create years -- at least a year of reporting</p> <p>194</p>	<p>1 preliminary swag at this is gonna cost too much and 2 not going to be worth the effort in this time frame. 3 Q. Are you aware of Ms. Pierce ever providing 4 a final assessment? 5 MR. TURNER: Objection. 6 BY MS. WARDEN: 7 Q. Of the 325 controls. 8 MR. TURNER: Objection to form. 9 THE WITNESS: During my tenure, I'm not 10 aware of a final assessment. However, there -- this 11 work product during my tenure was not an assessment; 12 it was a preliminary review to determine through 13 swag that this level of effort doesn't warrant the 14 investment. 15 BY MS. WARDEN: 16 Q. Are you aware if whether this preliminary 17 review was ever updated? 18 A. Not in my tenure. 19 Q. And are you aware of whether this 20 preliminary review was ever finalized? 21 A. Not in my tenure. The time frame that 22 this would have happened would be outside the scope 23 of my tenure. 24 Q. So -- okay. Let's look back at the 25 control description in Count 17, please.</p> <p>196</p>

<p>1 (As read): 2 The organization explicitly 3 authorizes access to assignment, 4 organization defined security 5 functions deployed in hardware, 6 software and firmware and security 7 relevant information. 8 Do you see that? 9 A. Yes. 10 Q. The control. 11 Are you aware of whether there was an 12 explicit authorization policy at SolarWinds? 13 MR. TURNER: Objection to form. 14 THE WITNESS: Like Kellie, I am not an 15 expert in what is intended in the language of 16 fedRAMP. I do not know specifically how fedRAMP 17 outlines explicit authorization. 18 BY MS. WARDEN: 19 Q. My question is whether you're aware of an 20 explicit authorization policy -- 21 MR. TURNER: Objection to form. What is 22 the meaning of those terms? 23 THE WITNESS: I'm not equipped to answer 24 something if I don't know what the definition of 25 "explicit" means in terms of fedRAMP.</p> <p style="text-align: center;">197</p>	<p>1 That said, it's my understanding that a fedRAMP 2 moderate has specific meaning to the word 3 "explicitly authorized" and requires specific 4 reporting on a routine basis in a specific format to 5 meet the audit requirement for fedRAMP moderate. 6 BY MS. WARDEN: 7 Q. So if you take a look at Kellie's words, 8 when she says, "We have no explicit authorization 9 policy," do -- was that not accurate? 10 MR. TURNER: Objection to form and 11 foundation. 12 Do you know what Kellie meant by that 13 remark? 14 THE WITNESS: I don't know what Kellie 15 meant, but it's worth -- 16 MS. WARDEN: I object to -- 17 (Simultaneous speakers - inaudible.) 18 THE WITNESS: -- pointing out she says 19 that -- she is not aware of. She clearly calls out 20 that she is not aware of. And Kellie is, nor 21 myself, are experts in fedRAMP moderate 22 requirements. This was a cursory review, and there 23 are no notes from anyone else on here, so it didn't 24 get another review before it's closed at the time 25 that this -- at this point in time.</p> <p style="text-align: center;">199</p>
<p>1 BY MS. WARDEN: 2 Q. How about in terms of how it's defined in 3 this control? 4 A. Security and supplemental guidance is what 5 I'll read. For example, establishing system 6 accounts, configuring access authorization, setting 7 events to be audited and setting intrusion detection 8 parameters. Security relevant systems include 9 filtering, routers and firewalls -- 10 MR. TURNER: You want to read to yourself. 11 Can I get a readback of the question, please. 12 (Record read by the reporter 13 as follows: 14 QUESTION: How about in terms 15 of how it's defined in this 16 control?) 17 MR. TURNER: Objection to form. 18 THE WITNESS: It's part of SolarWinds' 19 practice in our security and access control 20 guidelines. The establishing accounts, configuring 21 access authorization, event logging, intrusion 22 detection, was in place, firewall rules were set, 23 there was cryp- -- I can't say that word -- 24 cryptographic key management and there were 25 configuration parameters for security services.</p> <p style="text-align: center;">198</p>	<p>1 BY MS. WARDEN: 2 Q. Okay. 3 A. This was not meant to be a statement of 4 fact for SolarWinds. It was meant to show the level 5 of effort required to ready these four products for 6 fedRAMP moderate readiness. 7 Q. So Ms. Pierce emails you this on 8 August 28, 2019. 9 Did you -- and with respect to Count 17, 10 you don't agree with her -- her analysis, correct? 11 MR. TURNER: Objection to form. 12 THE WITNESS: This was not an analysis. 13 This is a reaction, cursory response to a request 14 that we had strong hypothesis around based on 15 experience of preparing a company for fedRAMP -- 16 preparing a set of products for readiness. 17 BY MS. WARDEN: 18 Q. Is it fair to say you don't agree with the 19 words that are in Column S for Count 17? 20 MR. TURNER: Objection to form. 21 THE WITNESS: I don't -- they -- I don't 22 agree with -- no, I'm not going to -- these words 23 say she's not aware of. She is -- I believe her 24 when she says she's not aware of, but the words 25 don't say it doesn't exist.</p> <p style="text-align: center;">200</p>

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<p>1 BY MS. WARDEN:</p> <p>2 Q. The words say, "We have no explicit</p> <p>3 authorization policy."</p> <p>4 A. That nor this, that I am aware of.</p> <p>5 Q. Okay.</p> <p>6 MR. TURNER: The witness has already</p> <p>7 testified that she doesn't understand what was</p> <p>8 meant. How can she testify whether she agrees with</p> <p>9 something when she doesn't understand what was</p> <p>10 meant -- what was meant by it.</p> <p>11 BY MS. WARDEN:</p> <p>12 Q. Well, you testified that you thought</p> <p>13 SolarWinds did have an explicit authorization</p> <p>14 policy, correct?</p> <p>15 A. I do not. No, I did not. I'm saying I</p> <p>16 don't understand the word "explicit" in terms of</p> <p>17 fedRAMP. I do not want to presume I know what is</p> <p>18 meant. Those words are specific industry terms. I</p> <p>19 am not familiar with explicit authorization.</p> <p>20 When reading the examples that were given,</p> <p>21 the supplemental guidance, I can answer to those</p> <p>22 things, but, again, explicit authorization, I would</p> <p>23 presume, is a specific term, and not knowing it, I</p> <p>24 do not feel fit or equipped, nor am I and expert</p> <p>25 enough to answer that specifically.</p> <p style="text-align: center;">201</p>	<p>1 other types of product certifications. These</p> <p>2 products had employees who were not U.S.-based</p> <p>3 citizens, and that's one of the very foundational</p> <p>4 components of fedRAMP readiness, is that the access</p> <p>5 to the information systems that are being provided</p> <p>6 to the U.S. federal government require U.S.-based --</p> <p>7 U.S.-based and U.S. citizens' participation. There</p> <p>8 are many reasons that there was a high burden to</p> <p>9 overcome for this group to be fedRAMP ready.</p> <p>10 Q. Did you have conversations with Joe Kim</p> <p>11 regarding investment to be fedRAMP ready?</p> <p>12 A. Joe Kim's teams would be the ones that</p> <p>13 would have needed the investment, and that's why</p> <p>14 they were solicited to provide that level of effort</p> <p>15 estimate. So yes, I've had conversations with him.</p> <p>16 The sales teams did not report into Joe Kim. The</p> <p>17 sales teams were the ones requesting us to make the</p> <p>18 investment and product and IT to do the work.</p> <p>19 This -- we knew this work would not equal any</p> <p>20 significant increase in sales on their side.</p> <p>21 Q. And what did Joe Kim say about the</p> <p>22 investment in fedRAMP ready?</p> <p>23 A. I do not recall what Joe Kim said. I</p> <p>24 don't recall now.</p> <p>25 MS. WARDEN: Can we go off the record for</p> <p style="text-align: center;">203</p>
<p>1 Q. Did you have any conversation with</p> <p>2 Ms. Pierce about her comments in the spreadsheet she</p> <p>3 attached to you with respect to Count 17?</p> <p>4 A. Not with respect to Count 17. With</p> <p>5 respect to the entire response and reaction to and</p> <p>6 how much effort she should spend on producing this</p> <p>7 level of effort.</p> <p>8 Q. I'm sorry, did -- I didn't understand</p> <p>9 that.</p> <p>10 Did -- did you have any conversation with</p> <p>11 Kellie Pierce about Exhibit 9A?</p> <p>12 A. When Kellie initiated this collection or</p> <p>13 aggregation of responses, I asked her to time box</p> <p>14 this because we presumed the answer is the company</p> <p>15 is not ready to make this investment because of the</p> <p>16 level of effort it would take to get there and the</p> <p>17 return on that effort would not be warranted.</p> <p>18 So my conversations with her were about</p> <p>19 how much effort to spend because we had a hypothesis</p> <p>20 that the answer would be the company would not make</p> <p>21 this investment.</p> <p>22 Q. Why do you say you "had a hypothesis the</p> <p>23 company would not make this investment"?</p> <p>24 A. Both Kellie and I have historically led</p> <p>25 programs to ready a company for ISO or SoC 2 or</p> <p style="text-align: center;">202</p>	<p>1 two minutes?</p> <p>2 THE VIDEOGRAPHER: Going off the record,</p> <p>3 Time is 3:00 p.m.</p> <p>4 (Whereupon, a recess was taken from</p> <p>5 3:00 p.m. to 3:08 p.m.)</p> <p>6 THE VIDEOGRAPHER: We are back on the</p> <p>7 record. The time is 3:08 p.m.</p> <p>8 BY MS. WARDEN:</p> <p>9 Q. Ms. Johnson, can you go to Count 94 of</p> <p>10 Exhibit 9A, please?</p> <p>11 A. I'm there.</p> <p>12 Q. Do you see in Column E, it says (as read):</p> <p>13 Access restrictions for</p> <p>14 change, limit production,</p> <p>15 operational privileges?</p> <p>16 A. I do.</p> <p>17 Q. All right. And then in Column F, where</p> <p>18 it -- the header is "Control," it says (as read):</p> <p>19 The organization, A, limits</p> <p>20 privileges to change information</p> <p>21 system components and</p> <p>22 system-related information within a</p> <p>23 production or operational</p> <p>24 environment, and B, reviews and</p> <p>25 reevaluates privileges assignment</p> <p style="text-align: center;">204</p>

<p>1 THE WITNESS: It was not my role to assess 2 SDL because software development was not in the 3 scope of my responsibility. It is important to 4 focus on continuous improvement, and the key 5 improvements here are highlighting areas for 6 continuous improvement across these security 7 categories. 8 BY MS. WARDEN: 9 Q. Well, you were alerting Joe Kim to -- that 10 a key improvement would be to increase SDL adoption, 11 correct? 12 MR. TURNER: Objection to form. 13 THE WITNESS: This vehicle was not to 14 alert Joe Kim. Joe Kim was in the room because he 15 is the CTO, but I would not use a quarterly vehicle 16 to alert my boss to a concern. 17 BY MS. WARDEN: 18 Q. What would you describe as the security 19 gaps as of March 2020? 20 MR. TURNER: Objection. Form. 21 Foundation. 22 THE WITNESS: There are documents, this 23 may be one of them, that would highlight areas of 24 improvement or concern. Things outside of the scope 25 of my responsibility I'd ask you to speak to the</p> <p>221</p>	<p>1 What I was calling out, and I think it may 2 be more details later, is that our user access 3 reviewer didn't understand the -- how to define the 4 user access review period properly and could have 5 caused us to have -- find a finding, if you will, in 6 our external access review. That was caught before 7 external auditors reviewed and the internal audit 8 was rerun. So there was deficiency in user access 9 population that was used to do the user access 10 review. 11 Q. Is it fair to say your understanding of 12 significant deficiencies in user access management 13 is that it was limited to an internal user access 14 audit? 15 A. I specifically performance-managed this 16 employee and -- and that employee's manager and 17 wrote a very detailed report around what happened 18 and how much work was involved in rerunning that 19 audit. So I'm -- I do know what I specifically 20 meant around that user access review. 21 Q. Is that a "yes"? 22 A. Yes. 23 Q. And there's no other deficiencies in user 24 access management that you believe that that refers 25 to?</p> <p>223</p>
<p>1 owner. 2 BY MS. WARDEN: 3 Q. Okay. Ask you another question. 4 All right. Under key risks, it says (as 5 read): 6 Significant deficiencies in 7 user access management. 8 Do you see that? 9 A. I do. 10 Q. What does that mean? 11 A. That was specifically in response to a 12 user access review that the responsible -- so in 13 user access reviews under SOX controls, you are to 14 define quarterly what the user community that needs 15 to be audited for, whether or not the access is 16 appropriate and that access has been terminated for 17 people who no longer have acquired that access. 18 The leader who pulled the user access 19 review did not use the appropriate window to do the 20 access review, and so I required that he rerun the 21 access review. 22 Internal audit caught that he didn't have 23 the right window of access, and before external 24 audit did their user access review, that was 25 corrected.</p> <p>222</p>	<p>1 A. The word I'm using around suff- -- 2 significant deficiency was a SOX terminology 3 specific to user access management. 4 Q. Is access management essentially the same 5 thing as access controls? 6 MR. TURNER: Objection to form and 7 foundation. 8 THE WITNESS: Can you help me understand 9 the spirit of your question, because I'm not great 10 at defining terms? 11 BY MS. WARDEN: 12 Q. This document ending in dates -- 13 Bates -1611 is referring to user management, but I'm 14 wondering, is that a synonym for access controls? 15 MR. TURNER: Just to correct the record, 16 user access management. 17 MS. WARDEN: Correct. 18 THE WITNESS: What I am referring to here 19 was a SOX terminology around significant deficient 20 and user access management is not equal controls. 21 User access management is what we failed to do 22 properly and then spent a significant amount of time 23 to rerun all of our user access reviews for the 24 entire company because this one individual pulled 25 the wrong window of -- of excluding a community of a</p> <p>224</p>

<p>1 few hundred people that needed to be part of the 2 user access review. 3 Then everybody who participated in a user 4 access review had to rerun their reviews. We failed 5 to -- fortunately, caught it on time. We failed to 6 provide the right population to test. And as a 7 result, we had an internal -- not even a stated 8 deficiency -- an internal deficiency in our user 9 access management, has nothing to do with actual 10 access management. It was around how we prepared 11 the user access review. 12 BY MS. WARDEN: 13 Q. And you mentioned you personally were 14 involved in -- 15 A. Performance management? 16 Q. Well, identify -- remedying this problem 17 of an internal user access audit, correct? 18 A. Yes. 19 Q. What time frame was that, would that be, 20 did that happen? 21 A. I -- it was likely close to the time frame 22 of this quarter. 23 Q. So this -- this Exhibit 10 is March 2020. 24 So did -- did -- were you aware of this 25 issue with an internal user access audit prior to</p> <p style="text-align: center;">225</p>	<p>1 A. That's correct. 2 Q. Okay. And so now we're at 3 two-and-three-quarter years after that 4 self-assessment, right? 5 MR. TURNER: Object -- go ahead. 6 THE WITNESS: By count, that seems 7 accurate. 8 BY MS. WARDEN: 9 Q. Okay. So that's when the Azure AD was -- 10 was put into place? 11 How would you describe that? 12 A. Active directory environments are very 13 complex. Every system that provides authenticated 14 access leverages this environment to provide users 15 access. 16 When there are multiple active 17 directories, it means that a new service has to be 18 stood up and every piece of software that 19 authenticates off of that has to be reintegrated. 20 That reintegration time period and retesting time 21 period is not a short window. It's an extensive 22 project. 23 (Reporter clarification.) 24 THE WITNESS: I think someone is sneezing. 25 //</p> <p style="text-align: center;">227</p>
<p>1 Exhibit 10? 2 MR. TURNER: Objection to form. 3 THE WITNESS: I -- I would need to look at 4 my documentation, but the deficiency that I caught 5 in user access management meant that we probably 6 spent two to three months remediating the situation. 7 I -- I personally wrote an RCA, root cause analysis 8 document, detailing it. 9 BY MS. WARDEN: 10 Q. Okay. And after the two to three months, 11 was the issue remediated? 12 A. The issue was remediated once detected, 13 the -- all of the teams had to rerun their user 14 access reviews. It was remediated before the 15 external audit, so yes. 16 Q. The column to the right, key improvements, 17 do you see next to it says, "AD authentication for 18 critical systems"? 19 Do you see that? 20 A. Yes. 21 Q. What does that mean? 22 A. That refers to the Azure active directory 23 environment that we initiated a project on. 24 Q. The same Azure AD that was in your 25 January 2018 self-assessment?</p> <p style="text-align: center;">226</p>	<p>1 (Whereupon, Deposition Exhibit 11 2 was marked for identification.) 3 BY MS. WARDEN: 4 Q. I'm going to hand you a new exhibit. I'm 5 handing you what's been marked Johnson 11. 6 A. Was there a 10? 7 Q. We just did 10. 8 A. Oh, 10 was this. Okay. Oh, this. 9 Q. Take your time. It's big. 10 So let me just -- 11 MS. WARDEN: For the record, this is 12 SW-SEC-1582 through -1601. 13 BY MS. WARDEN: 14 Q. And Ms. Johnson, let me represent to you, 15 you left SolarWinds the day before -- 16 A. Yeah. 17 Q. -- this is dated, October 26th, 2020. 18 So I understand that, but we -- we just wanted to 19 ask you a couple questions about how the state of 20 things as of the date -- as of the date you left, 21 which was the day before Exhibit 11, if that makes 22 sense. 23 A. It's probably worth noting I provided 24 almost three months' notice to leadership that I was 25 planning on leaving. So, at some point, I would not</p> <p style="text-align: center;">228</p>

<p>1 MR. TURNER: Time frame. 2 BY MS. WARDEN: 3 Q. As of August 28th, 2019. 4 A. I was not aware of deviations from the 5 password policy in the scope of my responsibility of 6 IT. I would not have been privy to deviations from 7 policy in the scope of product management because 8 they would be inappropriate for me to understand -- 9 or to have access to product vulnerability 10 information or product deviation information. 11 Q. Can you take a look at Column S of 149. 12 A. Of 149? 13 Q. Yeah. The same count. If you go over to 14 Column S, please. 15 (Reporter clarification.) 16 THE WITNESS: I've moved my mic a little 17 bit closer to my face too. Is this better? 18 I'm looking at Column S on 149. 19 BY MS. WARDEN: 20 Q. Sure. 21 Do you see it says, "628KP no known 22 automated tools for password authentication"? 23 A. They are referring -- 24 MR. TURNER: Just answer the question. 25 //</p> <p>245</p>	<p>1 BY MS. WARDEN: 2 Q. Okay. Ms. Johnson, do you understand what 3 the words are in Column S in Count 149? 4 A. I can read Column S. What's more, I can 5 read Column J where Kellie outlines whether or not 6 she's assessing this at the product or process 7 level. She indicates that this is a process -- a 8 product-level control in Column J, and then in 9 Column K, L, M and N, those are filled out. This is 10 a product-level response to whether or not the 11 product themselves can enforce password complexity 12 control. Those products are not part of the IT 13 infrastructure for password management. 14 Q. Do you recall any conversations with 15 Kellie Pierce regarding password authentication? 16 A. Not in regards to this artifact, no. 17 Q. Do you recall any conversations with 18 Kellie Pierce about password authentication? 19 MR. TURNER: Ever? 20 BY MS. WARDEN: 21 Q. In the three and a half years you were at 22 SolarWinds. 23 A. The -- password authentication is not the 24 same thing as password complexity control. When -- 25 when reviewing annually the security and access</p> <p>247</p>
<p>1 BY MS. WARDEN: 2 Q. This is in the column entitled "Kellie's 3 Comments." 4 A. Yes. 5 Q. Okay. So do you see that? 6 A. Yes. 7 Q. Okay. And any reason -- are you aware of 8 any reason that this is not accurate? 9 MR. TURNER: Objection to form. Asked and 10 answered. 11 THE WITNESS: In Columns K, L, M and N and 12 then other comments in Column O and P, they are 13 speaking to the product's ability to provide 14 password complexity control, not the company's 15 ability to provide password complexity control. 16 BY MS. WARDEN: 17 Q. You -- do you think Kellie's remarks in 18 Column S in Count 149 are not accurate? 19 A. I actually -- 20 MR. TURNER: Objection to form and 21 foundation. 22 Without establishing whether she 23 understands what the reference means, it's not a 24 fair question to ask her whether she agrees with it. 25 //</p> <p>246</p>	<p>1 control guidelines, we would have looked at what the 2 guidelines said, so I would have had a conversation 3 with her about password complexity and 4 authentication because those are parts of the 5 security and access control guideline. 6 This is not specific to those guidelines. 7 This is specific to, do these four products provide 8 that complexity control in the product. 9 Q. Handing you what I marked Johnson 13. 10 Oh, do we want to take a break? 11 MR. TURNER: Up to you, do you want to 12 take a break? 13 THE WITNESS: Yes. 14 THE VIDEOGRAPHER: Off the record. The 15 time is 4:14 p.m. 16 (Whereupon, a recess was taken from 17 4:14 p.m. to 4:27 p.m.) 18 THE VIDEOGRAPHER: We're back on the 19 record. The time is 4:27 p.m. 20 BY MS. WARDEN: 21 Q. Ms. Johnson, I handed you what I marked 22 Johnson 13, which is SW-SEC388330 through -31. And 23 we'll mark the attachment 12A -- 13A. 24 (Whereupon, Deposition Exhibit 13 and 25 Exhibit 13A were marked for</p> <p>248</p>

Rani Johnson
8/27/2024

CERTIFICATE OF WITNESS

I, RANI JOHNSON, do hereby declare under penalty of perjury that I have read the entire foregoing transcript of my deposition testimony, or the same has been read to me, and certify that it is a true, correct and complete transcript of my testimony given on August 27, 2024, save and except for changes and/or corrections, if any, as indicated by me on the attached Errata Sheet, with the understanding that I offer these changes and/or corrections as if still under oath.

_____ I have made corrections to my deposition.

_____ I have NOT made any changes to my deposition.

Signed: _____

RANI JOHNSON

Dated this _____ day of _____ of 20____.

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ERRATA SHEET

Deposition of: RANI JOHNSON

Date taken: AUGUST 27, 2024

Case: SEC v. SOLARWINDS CORP., et al.

PAGE LINE

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Signed _____

Dated _____

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CERTIFICATE OF REPORTER

I, Kathleen A. Maltbie, Certified Shorthand Reporter licensed in the State of California, License No. 10068, the State of Nevada, CCR 995, and the State of Texas, CSR 12212, hereby certify that deponent was by me first duly sworn, and the foregoing testimony was reported by me and was thereafter transcribed with computer-aided transcription; that the foregoing is a full, complete, and true record of proceedings.

I further certify that I am not of counsel or attorney for either or any of the parties in the foregoing proceeding and caption named or in any way interested in the outcome of the cause in said caption.

The dismantling, unsealing, or unbinding of the original transcript will render the reporter's certificates null and void.

In witness whereof, I have hereunto set my hand this day:

_____ Reading and Signing was requested.

_____ Reading and Signing was waived.

_____x_____ Reading and Signing was not requested.

_____ KATHLEEN A. MALTBIE

RPR-RMR-CRR-CCRR-CLR-CRC-RDR

California CSR 10068, Nevada CCR 995

Texas CSR 12212

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IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 1:23-cv-09518-PAE
)	
SOLARWINDS CORP. and TIMOTHY G.)	
BROWN,)	
)	
Defendants.)	
)	
)	

Notice of Errata – Deposition of Rani Johnson
(August 27, 2024)

I, the undersigned, do hereby declare that I have read the deposition transcript of Rani Johnson dated August 27, 2024 and that to the best of my knowledge, said testimony is true and accurate, with the exception of the following changes listed below:

Page	Line(s)	Change		Reason
		From	To	
36	10	“General data protection regulation”	“General Data Protection Regulation”	Transcription Error
36	12	“European union’s regulation”	“European Union’s regulation”	Transcription Error
57	1	“presume that’s privilege.”	“presume that’s privileged.”	Transcription Error
58	11-12	“I’m waiving any right to”	“I’m not waiving any right to”	Transcription Error
63	18	“security and access review guidelines”	“security and access review guidelines”	Transcription Error
100	11	“there are some other opportunity”	“there are some other opportunities”	Transcription Error

Page	Line(s)	Change		Reason
		From	To	
115	13-14	“improve security pasture”	“improve security posture”	Transcription Error
116	14	“THE COURT”	“MR. HASHEMI”	Transcription Error
142	19	“MR. BRUCKMAN”	“MR. HASHEMI”	Transcription Error
163	9	“Point security assessments”	“Point security assessment”	Transcription Error
206	6	“MR. BRUCKMAN”	“MR. HASHEMI”	Transcription Error
208	17	“mark it as read and keep going”	“mark it as red and keep going”	Transcription Error
216	7	“The fact that it has a 33”	“The fact that it has a 3.3”	Transcription Error
224	20	“user access management is not equal controls.”	“user access management does not equal access controls”	Transcription Error/Clarification
240	16	“MR. HESHEMI”	“MR. HASHEMI”	Transcription Error
240	19	“MR. HESHEMI”	“MR. HASHEMI”	Transcription Error
248	5	“security and access control guideline”	“security and access control guidelines”	Transcription Error
271	9	“was not the scope”	“was not within the scope”	Clarification
291	19	“Mr. Heshemi”	“Mr. Hashemi”	Transcription Error
291	23	“MR. HESHEMI”	“MR. HASHEMI”	Transcription Error

I declare under penalty of perjury that the foregoing is true and correct.

Date: October 6, 2024

Signed: DocuSigned by:
RANI JOHNSON
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